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October 26, 2006

Embarq Corporation
Mailstop: NCWKFR0313
14111 Capital Boulevard
Wake Forest, NC 27587-5900
EMBARQ.com

COPY

Posted: D. Dube

Dept: ORS

Date: 10-30-06

Time: 10:00

Mr. Doug Pratt
Telecommunications Advisor
Public Service Commission of South Carolina
Post Office Drawer 11649
Columbia, South Carolina 29211

2006-335-C

RE: INTERCONNECTION, COLLOCATION AND RESALE AGREEMENT BETWEEN
UNITED TELEPHONE COMPANY OF THE CAROLINAS D/B/A EMBARQ AND
YMAX COMMUNICATIONS CORP.

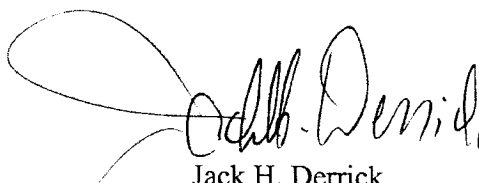
Dear Mr. Pratt:

United Telephone Company of the Carolinas ("United") and YMax Communications Corp. ("YMax") hereby submit their Interconnection, Collocation and Resale Agreement for the State of South Carolina with an effective date of October 25, 2006, for approval by the Public Service Commission of South Carolina. Please note that this agreement consists of a 3-page document which identifies the parties and adopts the terms and conditions of another agreement which was approved by the Commission in Docket No. 2004-119-C.

United and YMax respectfully request that the Commission approve this agreement. Under cover of this letter, a copy of the agreement is being served upon YMax.

United is represented in this matter by Mr. Scott Elliott, Elliott & Elliott, P.A., 721 Olive Street, Columbia, South Carolina 29205 (803-771-0555). Please contact either Mr. Elliott or me if there are any questions.

Sincerely yours,



Jack H. Derrick

JHD:cwm

Enclosures

Jack H. Derrick
SENIOR ATTORNEY
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jack.derrick@EMBARQ.com

Copy: Mr. Peter Russo
YMax Communications Corp.
223 Sunset Avenue
Palm Beach, Florida 33480

Mr. Scott Elliott
Attorney at Law
Elliott & Elliott, P.A.
721 Olive Street
Columbia, South Carolina 29205

Ms. Cheryl Sweitzer
Manager Regulatory Affairs
Embarq Corporation
14111 Capital Boulevard
Wake Forest, North Carolina 27587-5900

**INTERCONNECTION, COLLOCATION AND RESALE AGREEMENT
FOR THE STATE OF SOUTH CAROLINA**

BETWEEN

YMax Communications Corp.

AND

United Telephone Company of the Carolinas d/b/a Embarq

Effective: October 25, 2006

INTERCONNECTION, COLLOCATION AND RESALE AGREEMENT

This Interconnection, Collocation and Resale Agreement ("Agreement") is entered into by and between **YMax Communications Corp.**, a Delaware corporation ("CLEC"), and **United Telephone Company of the Carolinas d/b/a Embarq** ("Embarq"), a South Carolina corporation, which are collectively referred to herein as "the Parties", to establish the rates, terms and conditions for local interconnection, collocation, local resale and the purchase of unbundled network elements for the state of **South Carolina**.

NOW THEREFORE, the Parties agree as follows:

1. ADOPTED AGREEMENT

- 1.1 This Agreement between the Parties shall consist of the Master Interconnection, Collocation and Resale Agreement for the state of South Carolina entered into by and between Granite Telecommunications, LLC and United Telephone Company of the Carolinas, dated April 25, 2005, as filed with the appropriate state regulatory authority ("Adopted Agreement"), and as amended herein.
- 1.2 This Agreement is made a part of and incorporates the terms and conditions of the Adopted Agreement.
- 1.3 Except as set forth herein, the Adopted Agreement remains unchanged and in full force and effect. In the event of a conflict between the terms of the Adopted Agreement and this Agreement, this Agreement will control.
- 1.4 This Agreement shall supersede and replace in full any and all prior agreements, written and oral, between CLEC and Embarq pertaining to the subject matter hereof, applicable to the state of **South Carolina**.

2. PARTIES

For the purposes of this Agreement, **YMax Communications Corp.** is hereby substituted in the Adopted Agreement for Granite Telecommunications, LLC. United Telephone Company of the Carolinas, now United Telephone Company of the Carolinas d/b/a Embarq, shall remain as the other Party to the Adopted Agreement.

3. TERM

This Agreement shall become effective on **October 25, 2006** and, unless earlier terminated in accordance with its terms, shall continue in force until

*Embarq – YMax Communications Corp.
Interconnection, Collocation And Resale Agreement-SC
Effective: October 25, 2006*

April 24, 2007 which corresponds with the End Date of the Adopted Agreement.

4. NOTICES

Except as otherwise provided, all notices and communication hereunder will be deemed to have been duly given when made in writing and delivered in person or deposited in the U.S. mail, certified, postage paid, return receipt requested, and addressed as follows:

To CLEC:

YMax Communications Corp.
223 Sunset Ave.
Suite 223
Palm Beach, FL 33480


To Embarq:

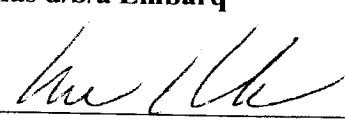
Director, Contract Management
KSOPKB0402-4600
9300 Metcalf
Overland Park, Kansas 66212

IN WITNESS WHEREOF, CLEC and Embarq have caused this Agreement to be executed by their respective duly authorized representatives.

CLEC:
YMax Communications Corp.

Embarq:
United Telephone Company of the
Carolinas d/b/a Embarq

By: 
Name: Peter Russo
Title: Secretary
Date: 10/10/06

By: 
Name: William E. Cheek
Title: President, Wholesale Markets
Date: 10/15/06